

Honorable Robert S. Lasnik

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF WASHINGTON**

QOTD FILM INVESTMENT, LTD.,

Plaintiff,

vs.

MARY STARR, et al., individuals

Defendants

JUDY RUSHING, et al., individuals

Cross Claimants

vs.

QOTD FILM INVESTMENT, LTD.,

Cross Defendant

Case No.: 2:16-cv-00371-RSL

OPPOSITION TO THE MOTION TO  
SUBSTITUTE A PARTY

ORAL ARGUMENT REQUESTED

**I. Summary**

Plaintiff and Counter Defendant, QOTD Investment, LTD (“QOTD”), moves for leave to amend its first amended complaint (“FAC”) pursuant to Fed. R. Civ. P. 15; QOTD’s proposed amendment is to substitute Brian Wilson (“Wilson”), the adult son of Defendant and Cross Claimant, Judy Rushing (“Rushing”), and dismiss Rushing. QOTD’s motion is (A) procedurally improper, (B) prejudices Wilson’s right to due process, and (C) would create a court ordered ethical concern for Rushing’s counsel. For these reasons, the Court should deny QOTD’s motion.

OPPOSITION TO THE MOTION TO SUBSTITUTE A PARTY

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1 should not be granted for the following reasons: (A) QOTDs motion is procedurally improper; (B)  
 2 granting The FRCP does not allow substitution of parties. This would deprive the substituted party  
 3 (Judy Rushing's son) of due process as he would not get the benefit of a summons and complaint.  
 4 Also it interferes with the son's right to select his own lawyer – does counsel for Judy Rushing  
 5 automatically become the attorney for her son if this motion is granted?

6 The proper procedure is to seek leave to amend to add another party and move to dismiss  
 7 the other party under FRCP 41.

## 8 **II. Factual Background**

9  
 10 Rushing is a school bus and airport shuttle driver to make ends meet, who maintains and  
 11 internet service account which she uses to stream Netflix and Roku box. (See, counterclaims,  
 12 DCKT. 27). Benaroya Pictures produced the film Queen of the Desert, "QOTD". [Ex. 1]. Benroya  
 13 Pictures is owned and operated by Michael Benroya who is originally from the Seattle Area. [Ex.  
 14 2]. Michael Benroya is the grandson of the Seattle patron, Jack Benroya. [Ex. 3].

15 QOTD erroneously named Rushing in its complaint. However, in response, Rushing  
 16 answered and cross claimed. In the instant motion, QOTD alleges that Wilson is the infringing  
 17 party. However, Rushing responded to QOTD's complaint on August 8, 2016. (DCKT 27). In  
 18 response, QOTD untimely filed the present motion September 6, 2016 (DCKT 48).

## 19 **III. Argument**

20 QOTD proposes that the complaint be *amended* to *substitute* Wilson for Rushing based on its  
 21 newly formed theory of the case, i.e. Wilson is the infringing party. However, QOTD ignores that  
 22 such a substitution is not permitted under the Rule of Civil Procedure, and through its motion attempts  
 23 to short circuit the very process that the Federal Rules and United States Constitution are meant to  
 24 keep in-tact.

25 All plaintiffs are required to file a complaint with the clerk of the court in order to initiate  
 26 legal proceedings. Fed. R. Civ. P. 3. Once proper filing is complete the clerk of the court must issue

1 a summons which the plaintiff is required to serve on the opposing party. Fed. R. Civ. P 4. Service  
 2 of the summons is the procedural mechanism that puts the opposing party on notice of the claims  
 3 against it, and the time for answering the complaint, and asserting defenses. If the party is never  
 4 served with the summons and complaint, then the defendant is under no obligation to answer or  
 5 appear. See *Destfino v. Reiswig*, (9th Cir., 2011) 630 F.3d 952 (discussing the necessity of service to  
 6 trigger ability to remove a complaint to federal court).

7 The language for FRCP 8 demonstrates that there is a differentiation between the pleading  
 8 and the parties named therein. The pleading notifies the party of the factual bases for the claims  
 9 against it; in response the party then makes legal and tactical decisions which include selection of  
 10 legal representation, defenses, and any counterclaims and each of the foregoing decision is driven by  
 11 the notice effected through service of the summons. While the process of amending a pleading should  
 12 be given the liberality, it should be clear that both the Federal Rules and U.S. Constitution must  
 13 constrain any amendment so as to preserve a party's right in making such decisions. At its base, due  
 14 process requires that a party have notice, granting QOTD's motion to substitute an unserved party is  
 15 would be an extreme remedy and all but strip Wilson of the due process rights he is afforded.

16 Rushing recognizes that in certain instances pleadings are amended to include other name  
 17 parties without the fear of violating due process for the purpose of efficiency, this is not such a  
 18 pleading.

19 **A. FRCP 15 DOES NOT PROVIDE FOR SUBSTITUTION OF PARTIES, AND FRCP 41**  
 20 **IS THE PROPER PROCEDURAL MECHANISM FOR AMENDING THE**  
 21 **PLEADINGS IN THIS MATTER.**

22 FRCP 15 Reads:

23 Amendments Before Trial.

24 (1) Amending as a Matter of Course. A party may amend its pleading once as a matter  
 25 of course within:

26 (A) 21 days after serving it, or

(B) if the pleading is one to which a responsive pleading is required, 21 days  
 after service of a responsive pleading or 21 days after service of a motion  
 under Rule 12(b), (e), or (f), whichever is earlier.

(2) Other Amendments. In all other cases, a party may amend its pleading only with the opposing party's written consent or the court's leave. The court should freely give leave when justice so requires. [Emphasis Added]

The complaint is the pleading which provides a short and plain statement of the claim(s) showing that the pleader is entitled to relief. Fed. R. Civ. P. 8(a)(2). Put simply, no case can exist without a complaint. Additionally, Fed. R. Civ. P. 8, on its face, distinguishes between parties and pleadings by stating that a “party” must respond to a pleading. Fed. R. Civ. P.8 (b)(1)

A complaint may be amended after the party is served, but only in very specific factual circumstances which are not present in this matter. In the first instance, Fed. R. Civ. P. 15(1)(A) does apply because Rushing was served the complaint on July 19, 2016, and the present motion was not filed until September 6, 2016, well past the 21-day limit. (DCKT 20; DCKT 48). For the same reasons Fed. R. Civ. P. 15(1)(B) is also inapplicable, Rushing answered QOTD’s complaint on August 8, 2016, a full 29-days before the present motion. Therefore, based on timeliness alone QOTD’s motion should be denied. Added to the untimeliness of QOTD’s motion is the Fed. R. Civ. P. makes absolutely no mention of substituting a party, it merely permits the pleader to amend the pleading, not freely add and remove parties. The only proper procedure is for QOTD to file an amended complaint naming Wilson, and serving the appropriate summons on him under Fed. R. Civ. P. 15, and moving under Fed. R. Civ. P. 41 to dismiss Rushing.

**B. SUBSTITUTING PARTIES FUNDAMENTALLY VIOLATES DUE PROCESS.**

Allowing the substitution of parties creates due process issues. *Nelson v. Adams USA, Inc.*, 120 S. Ct. 1579 (2000)(where a party was added as an individual judgment debtor upon dismissal under Fed. R. Civ. P. 15 without being named in the initial complaint). The *Adams* Court stated, “The Federal Rules of Civil Procedure are designed to further the due process of law that the Constitution guarantees. Cf. Fed. Rule Civ. Proc. 1. . . Rule 15 sets out the requirements for amended and supplemental pleadings. . . This opportunity to respond, fundamental to due process, is the echo of the opportunity to respond to original pleadings secured by Rule 12. See Fed. Rule Civ. Proc. 12(a)(1). Thus, Rule 15 assumes an amended pleading will be filed and anticipates service of that pleading on the adverse party.” *Id.* at 1584 (Emphasis added). Due Process requires that Wilson, be able to choose his own attorney, set up his own answer to the Complaint, and determine any of

1 his own Counterclaims. Since Wilson is a different individual, who partakes in wholly separate  
 2 activity than Rushing, it is a fundamental point that his defenses may be entirely different than those  
 3 of Rushing.

4 **C. SUBSTITUTING PARTIES CREATES COURT ORDERED ETHICAL CONCERNS**

5 Legal representation is fundamentally a professional and personal relationship between the  
 6 Attorney and his Client, substitution creates problems in that the Court would be ordering counsel  
 7 for Rushing to represent Wilson. It may be true that Wilson is a good client, and that Wilson may  
 8 like Rushing's counsel, but there is more to representation than likeability. Substitution would  
 9 require Attorney Edmondson would have to secure conflict waivers, generating unnecessary costs to  
 10 the client, to ensure proper representation of Wilson. Moreover, should a party not consent to the  
 11 necessary conflict waiver, it would unfairly preclude Attorney Edmondson from completing his  
 12 representation of Rushing.

13 **IV. Conclusion**

14 For the foregoing reasons the Court should deny this motion, and require that QOTD request  
 15 leave to amend its complaint to add Wilson, and file a motion pursuant to Fed. R. Civ. P. 41 to effect  
 16 the dismissal of Rushing.

17 Respectfully submitted,

18 Dated: October 3, 2016

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 26

# **EXHIBIT 1**

# Queen of the Desert (film)

From Wikipedia, the free encyclopedia

***Queen of the Desert*** is a 2015 American epic biographical drama film written and directed by Werner Herzog and is based on the life of British traveller, writer, archaeologist, explorer, cartographer and political officer Gertrude Bell.<sup>[6][7]</sup> The film follows Bell's life chronologically, from her early twenties till her death. It is Herzog's first feature film in six years after his 2009 film *My Son, My Son, What Have Ye Done?*.

The film stars Nicole Kidman, James Franco, Damian Lewis and Robert Pattinson.<sup>[8]</sup> After going through many delays and casting problems, production finally took place from December 2013 to March 2014 in Morocco, Jordan and England. It was screened in the main competition section of the 65th Berlin International Film Festival and had its premiere on February 6, 2015.<sup>[9][10]</sup> It had a theatrical release in Germany on September 3, 2015.<sup>[11]</sup> The film received mostly negative reviews from critics and was also a financial disappointment, grossing \$2 million against a \$36 million production budget.

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## Plot

The film chronicles the events of Gertrude Bell's life, a British explorer, traveller, archaeologist and political officer.<sup>[12]</sup>

## Cast

### Queen of the Desert



Theatrical release poster

<b>Directed by</b>	Werner Herzog
<b>Produced by</b>	Michael Benaroya <sup>[1]</sup> Mark Burg Cassian Elwes <sup>[2]</sup> Nick N. Raslan <sup>[2]</sup>
<b>Screenplay by</b>	Werner Herzog
<b>Starring</b>	Nicole Kidman James Franco Damian Lewis Robert Pattinson
<b>Music by</b>	Klaus Badelt <sup>[3]</sup>
<b>Cinematography</b>	Peter Zeitlinger
<b>Edited by</b>	Joe Bini
<b>Production companies</b>	Benaroya Pictures <sup>[1]</sup> Evolution Entertainment H Films Palmyra Films <sup>[1]</sup>
<b>Distributed by</b>	Atlas Distribution Co.
<b>Release dates</b>	February 6, 2015 (Berlin) September 3, 2015 (Germany)
<b>Running time</b>	128 minutes United States



- Nicole Kidman as Gertrude Bell
- James Franco as Henry Cadogan
- Damian Lewis as Charles Doughty-Wylie
- Robert Pattinson as T. E. Lawrence
- Christopher Fulford as Winston Churchill
- Mark Lewis Jones as Frank Lascelles
- Jenny Agutter as Florence Bell
- Holly Earl as Cousin Florence
- Beth Goddard as Aunt Lascelles
- Michael Jenn as R. Campbell Thompson
- Assaad Bouab as Sheikh
- Jay Abdo as Fattouh, Bell's guide<sup>[13][14]</sup>
- David Calder as Hugh Bell
- Nick Waring as Mark Sykes
- Sam Kanater as Dulaïm
- Sophie Linfield as Judith Doughty-Wylie
- William Ellis as Earl of Chester
- John Wark as Arnold Runcie
- Younes Bouab as King Faycal
- Fehd Benchemsi as Ibrahim
- Ismael Kanater as Dulaïm
- Anas Chrifi as Emir

**Country****Language**

English

**Budget**\$36 million<sup>[4]</sup>**Box office**\$2 million<sup>[5]</sup>

## Production

### Casting

#### Iain cast and the people they are portraying in the film



Henry Cadogan

Damian Lewis

Charles Doughty-Wylie

Robert Pattinson

T. E. Lawrence

Talking about casting difficulties and delay in shooting of the film, Herzog said, "There are some actors I'd very much like to be in the film and it's problematic to get them in the same place at the same time."<sup>[15]</sup> Naomi Watts was originally cast in the role of Gertrude Bell but was later replaced by Nicole Kidman.<sup>[16]</sup> Kidman, talking about her role, said, "She's the female Lawrence of Arabia. She was English, and basically defined the borders between Iraq and Jordan that exist today, borders that she negotiated between Churchill and different Arab leaders. She went out to the desert with the Bedouin and all the different tribes that were feuding at the turn of the 20th century."<sup>[17]</sup> Jude Law was initially cast in the role of Henry Cadogan but later dropped out due to scheduling conflicts and was replaced by James Franco.<sup>[7][18]</sup>



Robert Pattinson and Damian Lewis joined the cast of the film as T. E. Lawrence and Charles Doughty-Wylie, respectively.<sup>[1][2][19]</sup> On casting Pattinson in the film, Herzog said that "I needed an englishman who still looks like a schoolboy but which is very smart. He plays Lawrence of Arabia, but at the age of 22, on an archeological site. Kidman, who plays the main role is wondering what that kid has to do in a place like this, and an archeologist tells her that this kid has a PhD."<sup>[20]</sup> Pattinson talking about portraying T. E. Lawrence, said that "It's sort of close to the real guy, it's certainly not [the film] Lawrence of Arabia-like, at the same time the guy was really small and I'm not physically kind of right for the part, but I think I have quite a good little handle of who he is. After I got cast I started researching and there are certain things you can't do as I'm just not physically the same so I had to invent it a little bit, and it's a small part as well. The film's about Gertrude Bell, it's really not about making Lawrence of Arabia."<sup>[21]</sup> Nick N. Raslan, one of the producer of the film, also appeared the film in a cameo appearance.<sup>[22]</sup>

## Filming

Principal photography began on December 20, 2013. Herzog shot background scenes and establishing shots without the principal cast in Merzouga, Morocco and Petra, Jordan.<sup>[23][24][25][26][27][28][29]</sup> Principal photography with the main cast started in Merzouga on January 13, 2014.<sup>[30][31][32]</sup> Filming also took place at Marrakesh and Erfoud and continued till February 26, 2014, in Ouarzazate, Morocco.<sup>[33][34][35]</sup> After Morocco, filming moved to London<sup>[36]</sup> and finished on March 6, 2014.<sup>[37][38][39]</sup>



Scenes were filmed at Merzouga, Morocco.

A major portion of filming took place in Morocco. Fifty actors (apart from main cast), more than 1,500 extras and 65 technicians, all Moroccan, participated.<sup>[33][40]</sup>

## Releases

The film premiered at 65th Berlin International Film Festival in February 2015.<sup>[9]</sup> It had a theatrical released in Germany on September 3, 2015.<sup>[11]</sup> A different cut of the film will be screened at AFI Fest in November 2015.<sup>[41]</sup> Atlas Distribution Co. acquired the US distribution rights of the film and planned to have a wide release in fall 2015.<sup>[42]</sup>

## Promotion and marketing

An official trailer was released on June 13, 2015,<sup>[43]</sup> followed by a second trailer, released a month later.<sup>[44]</sup>

## Reception

### Critical response

The film received mostly negative reviews from critics, but the performances of Kidman, Pattinson, and Lewis were praised. Review aggregator Rotten Tomatoes gives the film a score of 10% based on 30 reviews with a weighted average rating of 4.3/10 and the site's consensus: "*Queen of the Desert* unites some undeniably talented professionals, but it's difficult to discern what drew them together -- or understand how its compelling real-life story became such a muddled mess."<sup>[45]</sup> The critical aggregator website Metacritic holds the film at a normalized score of 38 out of 100 based on 6 reviews.<sup>[46]</sup>

Peter Bradshaw of *The Guardian* gave the film two out of five stars by saying that "Werner Herzog's biopic of English adventurer Gertrude Bell is impeccably mounted, competently made, entirely respectable – and a bit of a plod" and praised Kidman and Pattinson that "she (Kidman) does a perfectly reasonable job with this difficult role and she is well cast" and "Pattinson carried off this (minor) role well enough."<sup>[47]</sup> Peter Debruge of *Variety* called the film a "compelling but dramatically underpowered epic" and notes that "Kidman convincingly manages to play Bell as a delicate yet determined twentysomething, forging her way across untamed deserts, but still fragile enough to fall in love on two separate occasions."<sup>[48]</sup>

David Rooney of *The Hollywood Reporter* called it "A passionless trudge that lacks both sweep and psychological complexity", but ultimately praised Kidman and Pattinson that "(Pattinson has) brief but significant appearances" and "she (Kidman) carries the film more than competently."<sup>[49]</sup> Jessica Kiang of *Indiewire* in her review said that "'Queen of the Desert' is such a disappointment when you consider the wild portraits of pioneers that Herzog has given us before, that he's so reverent here." And praising the cast added that "(Pattinson, out all) of the actors not overwhelmed by the heavy sense" and "(Lewis) who handles the role of the married consul, whose amused admiration for Bell flares into love with a deftness that had us palpably relaxing during his scenes."<sup>[50]</sup>

Mark Adams of *Screen International* gave the film a mixed review, as he notes that "While enjoyable in parts, its episodic pacing lets down the real-life story of a bold and remarkable woman."<sup>[51]</sup> Geoffrey Macnab of *The Independent* said that "This is the closest Herzog has come to making a conventional Hollywood movie – what it lacks is the perversity, drive and wildness that are usually his hallmark."<sup>[52]</sup>

## Accolades

Year	Group/Award	Category	Recipient	Result	Ref.
2015	Berlin International Film Festival	Golden Bear	Werner Herzog	Nominated	[9]

## See also

- Lawrence of Arabia* (film)

## References

- "'Homeland's Damian Lewis To Star With Nicole Kidman In 'Queen Of The Desert' ". deadline.com. Retrieved December 2, 2013.
- "Robert Pattinson Joining Naomi Watts in 'Queen of the Desert' ". The Hollywood Reporter. Retrieved December 2, 2013.
- "Klaus Badelt to Score Werner Herzog's 'Queen of the Desert' ". Film Music Reporter. Retrieved February 13, 2014.
- "Kidman's life feeds her roles". au.news.yahoo. Retrieved January 4, 2014.
- "*Queen of the Desert* (2016)". *The Numbers*. Nash Information Services, LLC. Retrieved July 18, 2016.
- "Werner Herzog Wants to Crown Naomi Watts Queen of the Desert". vulture.com. Retrieved December 2, 2013.
- "AFM 2012: Jude Law Joining Werner Herzog's 'Queen of the Desert' ". The Hollywood Reporter. Retrieved December 2, 2013.
- "Robert Pattinson Joins James Gray's 'Lost City Of Z' With Benedict Cumberbatch". blogs.indiewire. Retrieved December 2, 2013.
- "Jafar Panahi's New Film in Competition". *berlinale.de*. Retrieved January 14, 2015.
- "Queen of the Desert". *berlinale.de*. Archived from the original on January 30, 2015. Retrieved January 28, 2015.
- "Königin der Wüste". Retrieved September 1, 2015.
- "Damian Lewis Set For Queen Of The Desert Werner Herzog's latest". empireonline.com. Retrieved December 2, 2013.
- "Hollywood Rising Stars: Jay Abdo". Retrieved December 2, 2013.

14. "Representative of the Syrian revolution champion standing in front of Nicole Kidman". Retrieved December 2, 2013.
15. "Werner Herzog Meets Abel Ferrara And Talks Shop In Switzerland: 'I have done things I have never done before' ". indiewire.com. Retrieved December 2, 2013.
16. "Naomi Watts Out, Nicole Kidman In For Werner Herzog's Sweeping 'Queen of the Desert' ". blogs.indiewire.com. Retrieved December 2, 2013.
17. "Nicole Kidman: 'I try never to be governed by fear' ". theguardian. Retrieved December 28, 2013.
18. "James Franco Eyeing Werner Herzog's Gertrude Bell Pic". deadline.com. Retrieved December 2, 2013.
19. "James Franco Eyeing Werner Herzog's Gertrude Bell Pic". variety.com. Retrieved December 2, 2013.
20. "WALKER – CONVERSATION WITH WERNER HERZOG". Bande à Part. Retrieved December 23, 2014.
21. "Robert Pattinson interview: Twilight actor on new film Map to the Stars and 'having money for the first time' ". independent.co.uk. Retrieved September 26, 2014.
22. "PHOTO: Check out the Queen of the Desert producer with some furry co-stars". Retrieved January 28, 2014.
23. "PIC: Werner Herzog Gets Busy In The Desert". Retrieved December 2, 2013.
24. " "QUEEN OF THE DESERT" LIGHTS, CAMERA IN MOROCCO". Retrieved December 2, 2013.
25. "Werner Herzog began shooting the film "Queen of the Desert" in Morocco". lemag.ma. Retrieved December 28, 2013.
26. "Fantastic NEW Pics From "Queen Of The Desert" Filming in Morocco". Retrieved December 2, 2013.
27. "Robert Pattinson begins filming 'Queen of the Desert' in Morocco next month". Retrieved December 2, 2013.
28. "Nicole Kidman depicting Queen of the Desert in Morocco and Jordan. The Syrian hero of the film". almasryalyoum.com. Retrieved December 2, 2013.
29. "Damian Lewis Visits the White House and Learns Obama Watches 'Homeland' ". Retrieved December 2, 2013.
30. "SET PHOTOS: 'Queen of the Desert' Movie Filming Day 1". Retrieved January 14, 2014.
31. "World of Locations: Morocco". Retrieved January 14, 2014.
32. "ON THE SET FOR 1/13/14: UNIVERSAL'S 'EVEREST' STARTS WITH BALTAZAR KORMAKUR DIRECTING". Retrieved January 14, 2014.
33. "Ouarzazate: The filming of 'Queen Of The Desert' ends". Retrieved March 1, 2014.
34. "H FiLMS". Retrieved February 27, 2014.
35. "H FiLMS". Retrieved February 27, 2014.
36. 96 "Nick Raslan – Film Producer" Check |url= value (help). Retrieved March 5, 2014.
37. "ON THE SET FOR 3/10/14: A HOLOGRAM FOR THE KING, STARRING TOM HANKS, STARTS PRODUCTION". Retrieved April 8, 2014.
38. "TheFilmStage". Retrieved March 5, 2014.
39. "Queen of the Desert producer says magic was created for the film with Werner Herzog and Nicole Kidman". Retrieved March 5, 2014.
40. "Cinema in Morocco: 22 locations and 500 million dirhams in 6 months". Retrieved July 8, 2014.
41. "Two More Galas and Seven Special Screenings Added to AFI FEST 2015". *blog.afi.com*. Retrieved October 25, 2015.
42. "Nicole Kidman's 'Queen of the Desert' Nabbed by Atlas Distribution". *Hollywood Reporter*. Retrieved May 12, 2015.
43. "Watch: First International Trailer For Werner Herzog's 'Queen Of The Desert' With Nicole Kidman, Robert Pattinson, And More". Retrieved June 13, 2015.
44. "Watch: Epic New Trailer For Werner Herzog's 'Queen Of The Desert' With Nicole Kidman, Robert Pattinson, & More". Retrieved July 3, 2015.
45. "*Queen of the Desert*". *Rotten Tomatoes*. Fandango Media. Retrieved June 14, 2016.
46. "*Queen of the Desert*". *Metacritic*. CBS Interactive. Retrieved May 20, 2015.
47. "Berlin 2015: Queen of the Desert review – a towering Nicole Kidman goes there and back again". *The Guardian*. Retrieved February 7, 2015.
48. "Berlin Film Review: 'Queen of the Desert' ". *Variety*. Retrieved February 8, 2015.
49. "'Queen of the Desert': Berlin Review". *The Hollywood Reporter*. Retrieved February 7, 2015.
50. "Berlin Review: Werner Herzog's 'Queen Of The Desert' Starring Nicole Kidman, James Franco, Robert Pattinson, And More". *Indiewire*. Retrieved February 7, 2015.
51. "Queen Of The Desert". *Screen International*. Retrieved February 7, 2015.
52. "Queen Of The Desert, review: Werner Herzog's film is like a feminist Lawrence of Arabia". *The Independent*. Retrieved February 7, 2015.

## External links

- Official website (<https://www.queenofthedesertmovie.com/>)
- *Queen of the Desert* (<http://www.imdb.com/title/tt1837636/>) at the Internet Movie Database
- *Queen of the Desert* (<http://www.boxofficemojo.com/movies/?page=intl&id=queenofthedesert.htm>) at Box Office Mojo
- *Queen of the Desert* ([https://www.rottentomatoes.com/m/queen\\_of\\_the\\_desert/](https://www.rottentomatoes.com/m/queen_of_the_desert/)) at Rotten Tomatoes

- *Queen of the Desert* (<http://www.metacritic.com/movie/queen-of-the-desert>) at Metacritic

Retrieved from "[https://en.wikipedia.org/w/index.php?title=Queen\\_of\\_the\\_Desert\\_\(film\)&oldid=733362796](https://en.wikipedia.org/w/index.php?title=Queen_of_the_Desert_(film)&oldid=733362796)"

Categories: 2015 films | English-language films | American films | 2010s adventure films | 2010s drama films | 2010s biographical films | American biographical films | American adventure drama films | American epic films | Biographical films about writers | Films directed by Werner Herzog | Films set in Jordan | Films set in London | Films set in Morocco | Films shot in Jordan | Films shot in London | Films shot in Morocco

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## **EXHIBIT 2**

# Michael Benaroya

From Wikipedia, the free encyclopedia

**Michael Benaroya** (born February 23, 1981) is an American film producer.<sup>[1][2][3][4][5]</sup> He serves as chief executive officer at Benaroya Pictures.<sup>[1][2][3]</sup>

## Contents

- 1 Biography
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## Biography

Benaroya was born to a Jewish family<sup>[6]</sup> on February 23, 1981 in Seattle, Washington, U.S.A..<sup>[1][2]</sup> His grandfather was Jack Benaroya (1921-2012), a real estate developer and philanthropist. Benaroya graduated from Pomona College, where he received a B.A. in Economics.<sup>[2]</sup>

He moved to Los Angeles, California in 2006 to pursue a career in the film industry<sup>[2]</sup> and founded Benaroya Pictures, a film finance and production company, where he serves as its CEO.<sup>[2][3]</sup>

## Filmography

### As a producer

- *New York, I Love You* (2009)<sup>[1]</sup>
- *The Romantics* (2010)<sup>[1]</sup>
- *Margin Call* (2011)<sup>[1]</sup>
- *Catch .44* (2011)<sup>[1]</sup>
- *The Words* (2012)<sup>[1]</sup>
- *Lawless* (2012)<sup>[1]</sup>
- *Kill Your Darlings* (2013)<sup>[1]</sup>
- *Hateship, Loveship* (2013)<sup>[1]</sup>
- *Felony* (2013)<sup>[1]</sup>
- *Parts per Billion* (2014)<sup>[1]</sup>
- *Cymbeline* (2015)<sup>[1]</sup>
- *Queen of the Desert* (2015)
- *Z for Zachariah* (2015)
- *Idol's Eye* (2015)
- *Cell* (2016)
- ~~Wake~~ (2016) (cancelled)<sup>[7][8]</sup>

## References

1. imdb (<http://www.imdb.com/name/nm2918260/>)
2. Benaroya Pictures biography (<http://www.benaroyapictures.com/about-us/michael-benaroya-ceo>)
3. Independent Spirit Awards (<http://www.spiritawards.com/michael-benaroya>)
4. The New York Times (<http://movies.nytimes.com/person/1626050/Michael-Benaroya>)
5. Yahoo! Movies (<http://movies.yahoo.com/person/michael-benaroya/>)
6. Jewish Journal: "Film fest gala a spicy melting pot for Sephardic Jews" By Danielle Berrin ([http://www.jewishjournal.com/hollywood\\_jew/article/film\\_fest\\_gala\\_a\\_spicy\\_melting\\_pot\\_for\\_sephardic\\_jews\\_20101116](http://www.jewishjournal.com/hollywood_jew/article/film_fest_gala_a_spicy_melting_pot_for_sephardic_jews_20101116)) November 16, 2010
7. Busch, Anita (February 26, 2015). "Bruce Willis Thriller 'Wake' Shuts Down Amid Budget Woes". *deadline.com*. Retrieved March 2, 2015.
8. Busch, Anita (April 2, 2015). "No Second Take For 'Wake': Bruce Willis And Director Leave Project". *deadline.com*. Retrieved April 5, 2015.

Retrieved from "[https://en.wikipedia.org/w/index.php?title=Michael\\_Benaroya&oldid=737197064](https://en.wikipedia.org/w/index.php?title=Michael_Benaroya&oldid=737197064)"

Categories: Living people | 1981 births | People from Seattle | People from Los Angeles, California  
| Pomona College alumni | American film producers | American Jews

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# **EXHIBIT 3**

# Jack Benaroya

From Wikipedia, the free encyclopedia

**Jack A. Benaroya** (July 11, 1921 – May 11, 2012) was a noted philanthropist and prominent civic leader in Seattle, Washington.

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### Jack A. Benaroya

<b>Born</b>	July 11, 1921 <div>Montgomery, Alabama</div>
<b>Died</b>	May 11, 2012 (aged 90)
<b>Nationality</b>	United States
<b>Ethnicity</b>	Jewish
<b>Occupation</b>	Founder of the Benaroya Company
<b>Religion</b>	Judaism
<b>Spouse(s)</b>	Rebecca Benaroya
<b>Children</b>	Donna Benaroya Alan Benaroya Larry Benaroya

## Biography

Benaroya was born to Lebanese Jewish immigrants in Montgomery, Alabama<sup>[1]</sup> but spent his childhood in California before moving to Seattle at the age of 12.<sup>[1]</sup> Benaroya attended Seattle's Garfield High School.<sup>[2]</sup> After graduating, he took a job at his family's beer distributorship and then went on to serve with the United States Navy in the Philippines during World War II.<sup>[1]</sup> Upon his return, he became involved in real estate by building post offices in the region which was experiencing a post-war boom; however, his fortune was earned by building industrial parks, a concept not yet seen in the northwestern United States.<sup>[1]</sup> In 1956, Benaroya established the Benaroya Company which would become the largest commercial real estate developer in the state of Washington.<sup>[1]</sup> In 1984, he sold his real estate portfolio for \$315 million shifting the focus of the company to venture capital.<sup>[1]</sup>

Benaroya was an early investor in Starbucks.<sup>[1]</sup>

## Philanthropy

Benaroya was a former director of the Seattle Chamber of Commerce; the United Way of King County; Temple de Hirsch Sinai; Congregation Ezra Bessaroth; the Stroum Jewish Community Center; and the Pilchuck Glass School.<sup>[1]</sup> He was a supporter of the Juvenile Diabetes Foundation International; the University of Washington Medical Center; Children's Hospital and Medical Center; Lakeside School; and the Jewish Federation and Council of Seattle. He funded the Benaroya Hall, facility for the Seattle Symphony which opened in 1998; and the Benaroya Research Institute at Virginia Mason Medical Center in Seattle which opened in 1999.<sup>[1]</sup>

## Personal life and death

Benaroya was married to his wife Rebecca for over seventy years. They had three children: Donna Benaroya, Alan Benaroya, and Larry Benaroya.<sup>[1]</sup> In the years before his death, Benaroya was slowed by Parkinson's disease.<sup>[3]</sup> He died on May 11, 2012.<sup>[1][4]</sup>

## See also

- Manning's Cafeterias

## References

- Pryne, Eric (May 12, 2012), "Obituary: Jack Benaroya, 90, was a prolific developer and quiet philanthropist", *Seattle Times*
- Seattle Times: "School spotlight: Garfield High School" By Marc Matsui (<http://community.seattletimes.nwsources.com/archive/?date=20030527&slug=spotlight27>) May 27, 2003
- Chesley, Frank (May 11, 2012). "Benaroya, Jack Albert (1921-2012)". *Essay 7419*. HistoryLink.
- JT News: "Jack Benaroya, 1921-2012: A leader who built a community" by Joel Magalnick (<http://www.jtnews.net/index.php?news/item/9204/C22/>) May 23, 2012

## Notes

- Forbes*, 27 October 1986.
- Seattle KingCounty Realtors: 1st Citizen Award Recipients (<http://www.nwrealtor.com/displaycommon.cfm?an=1&subarticlenbr=123>)
- Seattle Times Article, May 11, 2012: Philanthropist and developer Jack Benaroya has died

## External links

- Benaroya Research Institute (<http://www.benaroyaresearch.org/about/>) Retrieved 2006-11-12.
- The Benaroya Companies (<http://www.benaroya.com/>). Retrieved 2006-11-12.
- "MetropoLIST 150:People Who Shaped Seattle". *Seattle Times*. October 14, 2001. Retrieved 2005-11-12.

Retrieved from "[https://en.wikipedia.org/w/index.php?title=Jack\\_Benaroya&oldid=737308951](https://en.wikipedia.org/w/index.php?title=Jack_Benaroya&oldid=737308951)"

Categories: 1921 births | 2012 deaths | American Jews | American people of Lebanese-Jewish descent | American philanthropists | American real estate businesspeople | Garfield High School (Seattle) alumni | Deaths from Parkinson's disease | People from Montgomery, Alabama | People from Seattle | American naval personnel of World War II

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/X/ Jessica R. Hake

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